Charter and By-Laws

OF THE

Church of the Holy Apostles

Philadelphia

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CHARTER

OF THE

Rector, Church Wardens and Vestrymen of the Church of the Holy Apostles, Philadelphia.

Whereas the following named persons, Citizens of this Commonwealth, viz.: Lewis H. Redner, George C. Thomas, Jr., John Bohlen, Alfred M. Collins, Lemuel Coffin, Samuel A. Rulon, Ezra Bowen, Robert Huey, Charles Gibbons, Francis Hoskins, William P. Cresson, and George S. Fox, have, together with other Citizens, associated for the purpose of worshipping Almighty God according to the faith and discipline of the Protestant Episcopal Church in the United States of America, and have for that purpose formed a Congregation at Philadelphia in Pennsylvania, and are now desirous to be incorporated agreeably to the provisions of the Act of the General Assembly of Pennsylvania, entitled "An Act to confer on certain Associations of the Citizens of this Commonwealth the powers and immunities of corporations or bod-

ies politic in law, and the supplements thereto," they therefore declare the following to be the objects, articles and conditions of their said Association agreeably to which they desire to be incorporated, viz.:

FIRST. The name of the Corporation shall be "The Rector, Church Wardens and Vestrymen of the Church of the Holy Apostles, Philadelphia."

SECOND. This Church acknowledges itself to be a member of, and to belong to, The Protestant Episcopal Church in the State of Pennsylvania, and the Protestant Episcopal Church in the United States of America; as such it accedes to and recognizes and adopts the Constitution, Canons, Doctrine, Discipline and Worship of the Protestant Episcopal Church in the State of Pennsylvania and of the Protestant Episcopal Church in the United States, and acknowledges their authority accordingly. Any member of this Church or Corporation, who shall disclaim or refuse conformity to the said authority, shall cease to be a member of this Corporation and shall not be elected, or vote in the election of Vestrymen, or exercise any office or function in, concerning or connected with the said Church or Corporation.

THIRD. The Rents and Revenues of this Corporation shall be from time to time applied for the

maintenance and support of the Rector, Ministers and officers of said Church, and in the erection and necessary repairs of the Church, Church Yard, Parsonage House, and other houses, which now do or hereafter shall belong to said Corporation, and to no other use or purpose whatsoever. *Provided*, that all the property of the said Corporation shall be taken, held and enure, subject to the control and disposition of the Vestry of the same. *And provided* that the clear annual value or income of the Real and Personal Estate, held by the said Corporation, shall not at any time exceed the amount limited by law. *And provided* also, that this Corporation shall have full power to purchase and hold such lands, Messuages, Tenements and Hereditaments, as may be required for their charitable and religious purposes, although the same be not adjacent to their Church Edifice, if not exceeding in the value of the annual income thereof the amount limited by law.

FOURTH. The Rector of this Church shall be elected by the Church Wardens and Vestrymen in such manner as the Statutes and By-Laws sha l ordain. The Vestry of the said Church shall consist of twelve persons, lay members, who shall be communicants of the said Church and Citizens of Pennsylvania, who shall continue in office for one

year and until others be chosen, and the election of whom shall be made every year on Easter Monday by a majority of such members of the said Church voting at such election as shall appear by the Vestry books to have paid Two successive years immediately preceding the time of such election for a Pew or Sitting in said Church, *Provided*, that until the next Easter Monday after the expiration of Five years, from the date of this Charter, and until there shall be persons authorized to vote under its provisions, members of said Church who shall in any way have contributed at one time to the amount of Twenty-five Dollars to the erection of the Church or the support of the Rector or Ministers thereof, shall be entitled to vote at the election of Vestrymen. *And provided*, that in case of the failure to elect Vestrymen on that day, the Corporation shall not on that account be dissolved; but the election shall be holden on some other day in such manner as the By-Laws may prescribe, and any vacancy occurring in the Vestry shall be supplied by the remaining members thereof. At the meeting of the Vestry, the Rector, if present, may preside, and in all matters, except such as concern the property of the Corporation, shall be entitled to a Casting vote.

FIFTH. No person shall be Rector or Assistant

Minister of this Church unless he shall have had Episcopal Ordination and unless he be in full standing with the Protestant Episcopal Church in the State of Pennsylvania and in the United States, and recognized as such by the Bishop of this Diocese or in case of a vacancy in the Episcopate by the Standing Committee of the Diocese.

SIXTH. The said Vestry shall have full power to choose their own Officers, and they shall annually, at the first meeting after their election, choose one of their own number to be one Church Warden, and the Rector for the time being shall elect another of the said Vestry to be the other Church Warden of the said Church. In case of a vacancy in the office of Rector at the time of the election, the other Church Warden shall also be chosen by the Vestry, to remain until the election of a Rector or a new election of the Vestry, and during such vacancy all the powers of the Corporation shall be exercised by the Vestry as fully and entirely as if no such vacancy had occurred. *Provided Always*, that it shall be the duty of the said Church Wardens and Vestrymen to elect another Rector, to supply the vacancy as soon as conveniently may be.

SEVENTH. This Charter may be amended by a vote of two-thirds of the Vestry with the sanction,

of the legal authorities and the assent of the Diocesan Convention, or, if not in session, of the Standing Committee of the Diocese, but such amendments must have been proposed at one stated meeting and adopted at another.

EIGHTH. In case of the dissolution of said Corporation all the property of the same shall vest in Trustees, *In Trust to Hold* and convey the same to and for any future Congregation of Members of the Protestant Episcopal Church, which may be formed in the same neighborhood, and to and for no other purpose, and the said Trustees shall consist of such persons as may be appointed by the proper Court on the application of any interested party.

NINTH. The said Corporation shall have power to make all Rules, By-Laws and Ordinances, and do everything needful for the good government and support of its affairs ; *Provided* that no Rule, By-Law or Ordinance shall be repugnant to the Constitution and Laws of the United States, to the Constitution and Laws of this Commonwealth, or to the Charter of Incorporation.

TENTH. The following named persons shall be the Church Wardens and Vestrymen, to continue in office until the Election on Easter Monday next, and until others be chosen, viz.: Lewis H. Redner,

George C. Thomas, Jr., John Bohlen, Alfred M. Collins, Lemuel Coffin, Samuel A. Rulon, Ezra Bowen, Robert Huey, Charles Gibbons, Francis Hoskins, William P. Cresson and George S. Fox.

LEWIS H. REDNER,
GEO. C. THOMAS, JR.
JOHN BOHLEN,
CH. GIBBONS,
LEM'L COFFIN,
WM. P. CRESSON,
EZRA BOWEN,
ROBERT HUEY,
A. M. COLLINS,
FRANCIS HOSKINS,
SAML. A. RULON,
GEORGE S. FOX.

OFFICE OF ATTORNEY GENERAL,

HARRISBURG, PA., June 20, 1868.

I hereby certify that I have perused and examined the foregoing instrument of writing and that the objects, articles and conditions therein set forth are lawful.

BENJAMIN HARRIS BREWSTER,
Attorney General.

We, the undersigned, Justices of the Supreme Court of Pennsylvania, do certify that we have perused and examined the foregoing and within Instrument, and are of opinion that the objects, articles and conditions therein set forth and contained are lawful. Witness our hands and seals this 17th day of September, Anno Domini, one thousand eight hundred and sixty-eight (1868).

JAMES THOMPSON,
W. STRONG,
JOHN M. READ,
GEORGE SHARSWOOD.

I, James Ross Snowden, Prothonotary of the Supreme Court of Pennsylvania, certify that the above Certificate is signed by the Justices of the Supreme Court as above named. Witness my hand and official seal this twenty-second day of September, Anno Domini one thousand eight hundred and sixty-eight (1868).

[SEAL.] JAMES ROSS SNOWDEN,
Prothonotary.

BY-LAWS.

ARTICLE I.

Elections and Appointment of Officers.

SECTION 1.—The annual election for Vestrymen shall be held on Easter Monday, between the hours of four and six o'clock P.M. Provided, that the Church Wardens may, at their discretion, keep the polls open for a longer period.

Notice of the election shall be given to the Congregation on the preceding Sunday.

The Vestry shall choose three (3) pewholders to be judges of the said election, whose duty it shall be to make return thereof to the Secretary, who shall thereupon notify the members elect of the result, and cause it, together with the appointment of the Church Wardens, to be read to the Congregation on the succeeding Sunday. But if from any cause whatever the Vestry shall fail to appoint said judges, or they should not act, the duty of appointment shall devolve on the Wardens; and in case of a failure to elect Vestrymen on Easter Monday, the election shall take place at any other time the Vestry may appoint; but it shall be the duty of the Vestry to order such election within four weeks.

SEC. 2.—The Vestry shall meet on the Wednesday after the annual election and shall choose one Church Warden, who shall be the Accounting Warden; and the Rector shall choose the other Church Warden, who shall be the Rector's Warden. The Vestry shall also choose a Secretary, and Lay Deputies to the Diocesan Convention; and shall appoint Sextons and such other officers as may be required for the good government and service of the Church and the Memorial Chapel. In case of a failure to elect officers at this meeting, they shall be chosen at the next stated meeting, unless a special meeting shall be previously called for that purpose.

SEC. 3.—The Vestry shall fill vacancies which occur in their own body; but no person shall be elected a Vestryman unless nominated at one stated meeting and chosen by a majority of the members of the Vestry at a subsequent stated meeting.

SEC. 4.—The Vestry shall also elect from time to time as vacancies may exist, suitable persons for the Church and Memorial Chapel to fill the positions of Sextons, Choir Masters, Organists and any other they may deem necessary, for such time and compensation as they may consider expedient.

SEC. 5.—All elections shall be by ballot, unless otherwise ordered by the Vestry.

ARTICLE II.

Election of Rector or Assistant Ministers.

SECTION 1.—No action shall be taken by the Vestry for the nomination or election of a Rector, or Assistant Ministers, for the Church or Memorial Chapel, unless due notice thereof shall have been given to each member of the Vestry; and no election shall be made until four weeks after the candidate shall have been nominated.

SEC. 2—The election shall be by ballot, and the votes of at least three-fourths (¾) of the members of the Vestry shall be necessary to a choice; and in the case of any Assistant Ministers the consent of the Rector, if there be one, must also be obtained.

ARTICLE III.

Meetings.

SECTION 1.—The stated meetings of the Vestry shall be held on the Wednesday after the annual election, and on the second Wednesday of every month, except June, July and August.

SEC. 2.—The Rector, either Church Warden, or any two members of the Vestry, may require special meetings to be called at any time, the object of said meeting to be specified, and no other business to be

transacted without the unanimous consent of those present.

SEC. 3.—Five members shall constitute a quorum for the transaction of business.

SEC. 4.—The Rector, or, in his absence, one of the Wardens, shall preside at the meetings of the Vestry; but if all three should be absent, then any member may be appointed chairman.

SEC. 5.—The meetings of the Vestry shall be opened with prayer, and the order of business shall be as follows:

1. Minutes of preceding meeting.
2. Reports of Committees.
3. Communications.
4. Unfinished Business.
5. New Business.

SEC. 6.—The rules of order shall be those usually governing deliberative bodies.

SEC. 7.—The yeas and nays may be called for by any member, and shall be recorded by the Secretary.

ARTICLE IV.

Duties of the Church Wardens.

SECTION 1.—The Church Wardens shall have general superintendence of the property of the Corporation, and shall see that the Sextons and

others perform their duties in a satisfactory manner, and that order be maintained in and about the Church and Memorial Chapel during the time of Divine Service.

SEC. 2.—They shall have power to authorize purchases of all articles necessary for the use of the Church and of the Memorial Chapel; all such purchases to be made in the name of, and charged to, the Church or the Memorial Chapel.

SEC. 3.—They shall be authorized to let or otherwise dispose of the vacant pews and sittings, and also the pews and sittings of those persons who shall not have paid the rent thereof, as is hereafter required.

SEC. 4.—They shall collect, or cause to be collected, all rents, interests, dividends, or other moneys due the Corporation.

ARTICLE V.

Duties of the Accounting Warden.

SECTION 1.—The Accounting Warden shall receive the moneys of the Church, and pay the same under the direction of the Vestry. He shall deposit in such banking institution as may be approved by the Vestry, the funds of the Corporation, and have them placed to his credit as Warden of the

Church of the Holy Apostles, Philadelphia, in a separate account to be opened and kept for that purpose.

SEC. 2.—The Accounting Warden shall keep a regular account of his receipts and payments, which shall be open at all reasonable times to the inspection of the members of the Vestry. He shall also have the care of all the investments and other securities belonging to the Corporation, and he shall submit to the Vestry annually on or before the 1st day of April, a statement of all the accounts and the investments he may hold, and his books shall be audited and examined by a committee appointed by the Vestry.

SEC. 3.—The Accounting Warden shall have charge of the Charter and of the evidences of the title to the property of the Corporation and of all articles, the custody of which is not otherwise provided for.

SEC. 4.—The Accounting Warden shall have the right to appoint a male member of the Congregation to aid him in keeping his books, collecting the pew rents, or performing such other duties as he may designate, he to notify the Vestry of said appointment at the meeting for organization in each year.

SEC. 5.—The Accounting Warden, or his assistant, shall collect the pew rents as they become due, and for that purpose one of them shall attend at the Church at such times as the Vestry may appoint.

SEC. 6.—The Accounting Warden shall appoint a Treasurer for the Memorial Chapel, who shall receive the current offerings, excepting those at the Holy Communion, and disburse the same under the direction of the Committee on the Memorial Chapel, and render to the Accounting Warden statements of his accounts quarterly, and submit his books for audit at such times as the Warden may direct.

SEC. 7.—The seal of the Church shall be in the custody of the Accounting Warden, and the same shall be affixed by him only under resolution of the Vestry authorizing its use, except that where occasion arises when the Rector and the Accounting Warden may deem it absolutely necessary to do so, the seal may be affixed and report made at the next meeting of the Vestry.

ARTICLE VI.

The Secretary.

The Secretary shall keep accurate minutes of the proceedings of the Vestry; notify the members of all its meetings; call special meetings when

required; and perform such other duties as appertain to the office.

ARTICLE VII.

The Standing Committees.

The following Standing Committees shall be appointed by the Rector at the annual meeting for organization:

(1) Committee on Music: to consist of three members, who shall make arrangements for conducting the music of the Church and of the Memorial Chapel, and shall consult with the Rector and the Minister in charge of the Memorial Chapel in reference thereto.

(2) Committee on Finance: to consist of three members, who shall have the supervision of the finances of the Corporation.

(3) A Committee on Church Property: to consist of three members, who shall see that all the buildings of the Corporation are kept in proper repair and attend to such as may be necessary, reporting to the Vestry the condition of the property from time to time, and making such suggestions for the approval of that body as they may deem expedient. In the event of any improvements being undertaken by the Vestry, they shall be under the charge and supervision of this Committee.

(4) A Committee on the Memorial Chapel of the Holy Communion: to consist of three members, who, in connection with the Minister in charge and such members as may be appointed by the Vestry, from among the members of the Memorial Chapel, shall have general direction of the temporal affairs of the same. They shall report to the Vestry at each meeting, the condition of the Memorial Chapel with such suggestions for the approval of that body as they may deem expedient.

ARTICLE VIII.

The Sextons.

The Sextons shall have the constant care of the Church and Memorial Chapel respectively; be in attendance at all the services and meetings; and perform such other duties appertaining to the office as may be required of them by the Wardens.

ARTICLE IX.

Offerings.

Offerings shall be made for such purposes as the Rector and Wardens may approve, but all offerings taken when the Holy Communion is administered, shall be at the discretion of the Rector for distribu-

tion among the poor of the Parish, excepting on Easter Day of each year, when they shall be for such purposes as the Rector and Vestry may determine.

ARTICLE X.

Application for the Use of the Church.

All applications for the use of the Church or of the Memorial Chapel, except for those purposes ordered by the General or Diocesan Convention, shall be made to the Rector, or in his absence to the Wardens, who may agree or not to the application, at their discretion.

ARTICLE XI.

Repeal or Amendment of the By-Laws.

No repeal or amendment of the By-Laws shall be made, unless proposed at one stated meeting, and adopted by a majority of the members of the Vestry at a subsequent stated meeting.